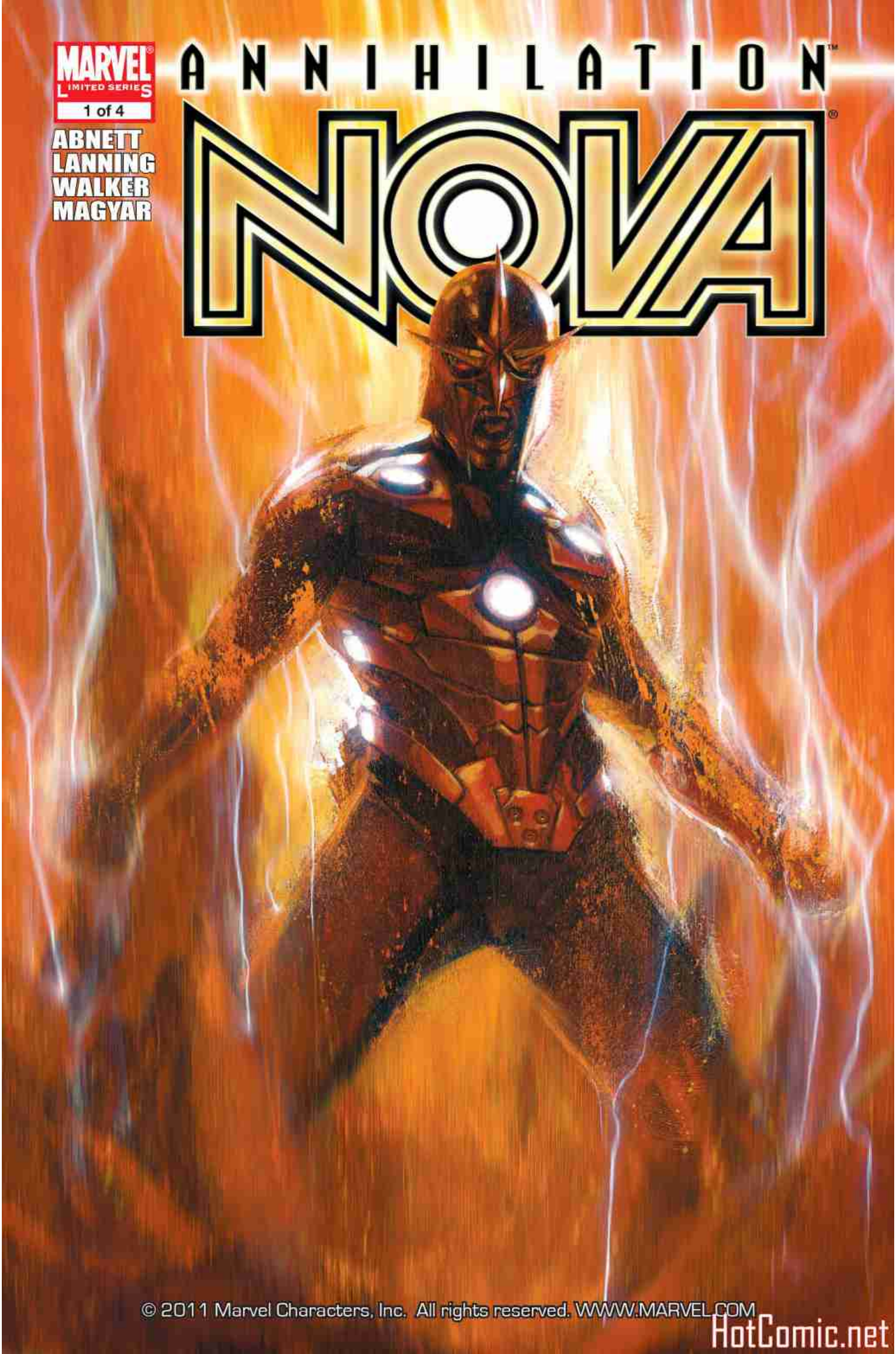

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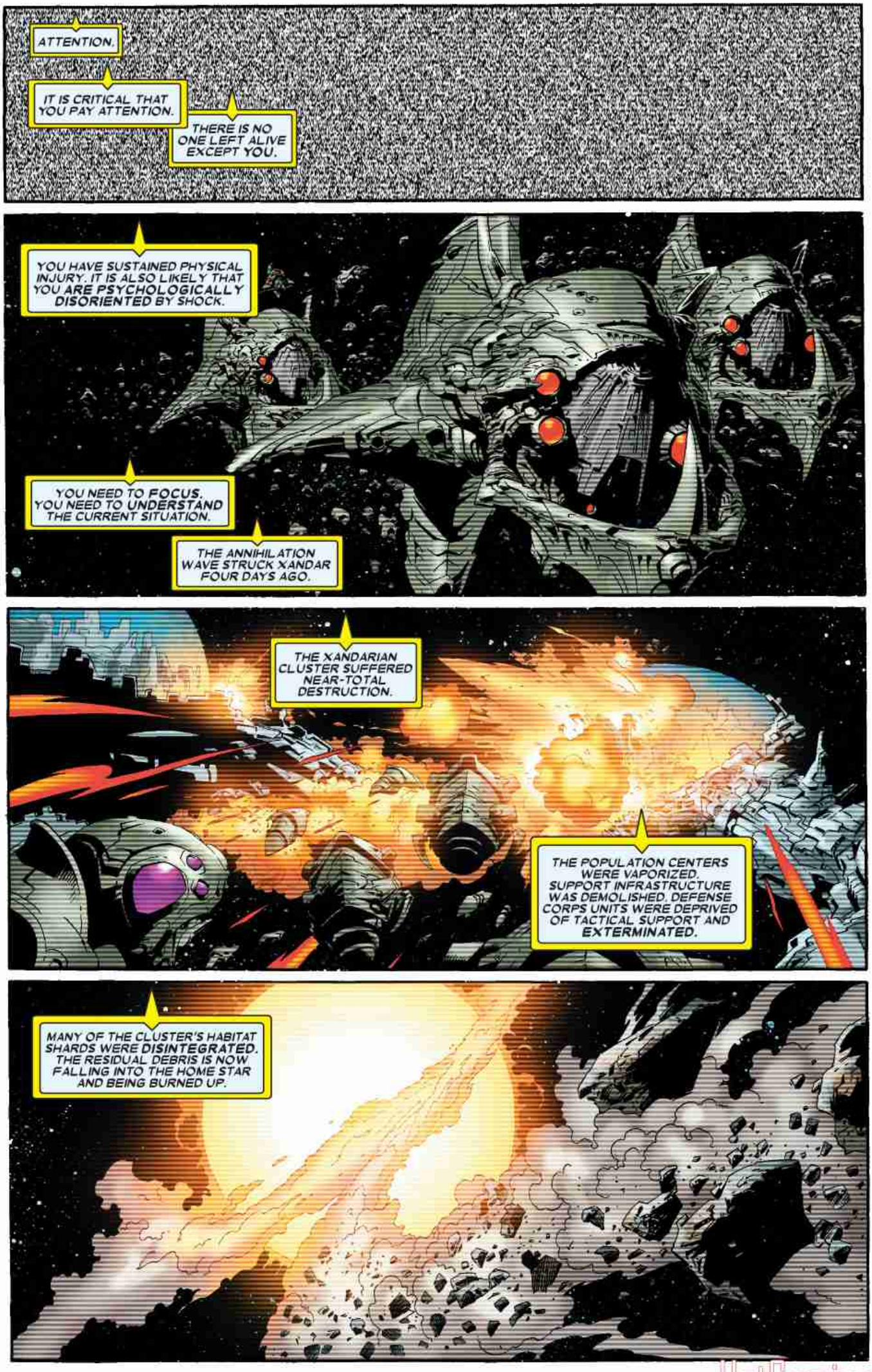
ATTENTION.
IT IS CRITICAL THAT YOU PAY ATTENTION.
THERE IS NO ONE LEFT ALIVE EXCEPT YOU.
YOU HAVE SUSTAINED PHYSICAL INJURY. IT IS ALSO LIKELY THAT YOU ARE PSYCHOLOGICALLY DISORIENTED BY SHOCK.
YOU NEED TO FOCUS. YOU NEED TO UNDERSTAND THE CURRENT SITUATION.
THE ANNIHILATION WAVE STRUCK XANDAR FOUR DAYS AGO.
THE XANDARIAN CLUSTER SUFFERED NEAR-TOTAL DESTRUCTION.
THE POPULATION CENTERS WERE VAPORIZED. SUPPORT INFRASTRUCTURE WAS DEMOLISHED. DEFENSE CORPS UNITS WERE DEPRIVED OF TACTICAL SUPPORT AND EXTERMINATED.
MANY OF THE CLUSTER'S HABITAT SHARDS WERE DISINTEGRATED. THE RESIDUAL DEBRIS IS NOW FALLING INTO THE HOME STAR AND BEING BURNED UP.

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THE ORIENTA MAIN SHARD WAS SUBJECTED TO THE MOST INTENSIVE ASSAULT.
DEFENSE CORPS SOLDIERS WERE RAPIDLY OVERWHELMED.
AS A RESULT OF THE BOMBARDMENT, THE ORIENTA SHARD HAS BROKEN FROM ITS ORBITAL ANCHORS AND IS NOW DRIFTING AWAY FROM THE LOCAL STAR.
POWER RESERVES ARE FAILING, TEMPERATURE IS DROPPING, TOTAL SYSTEM SHUTDOWN IS IMMINENT.
ATTENTION.
IT IS CRITICAL THAT YOU PAY ATTENTION. DO YOU UNDERSTAND?
EVERYONE IS DEAD. IT IS CRITICAL THAT YOU TAKE ACTION NOW.
RICHARD, IT'S TIME TO WAKE UP.

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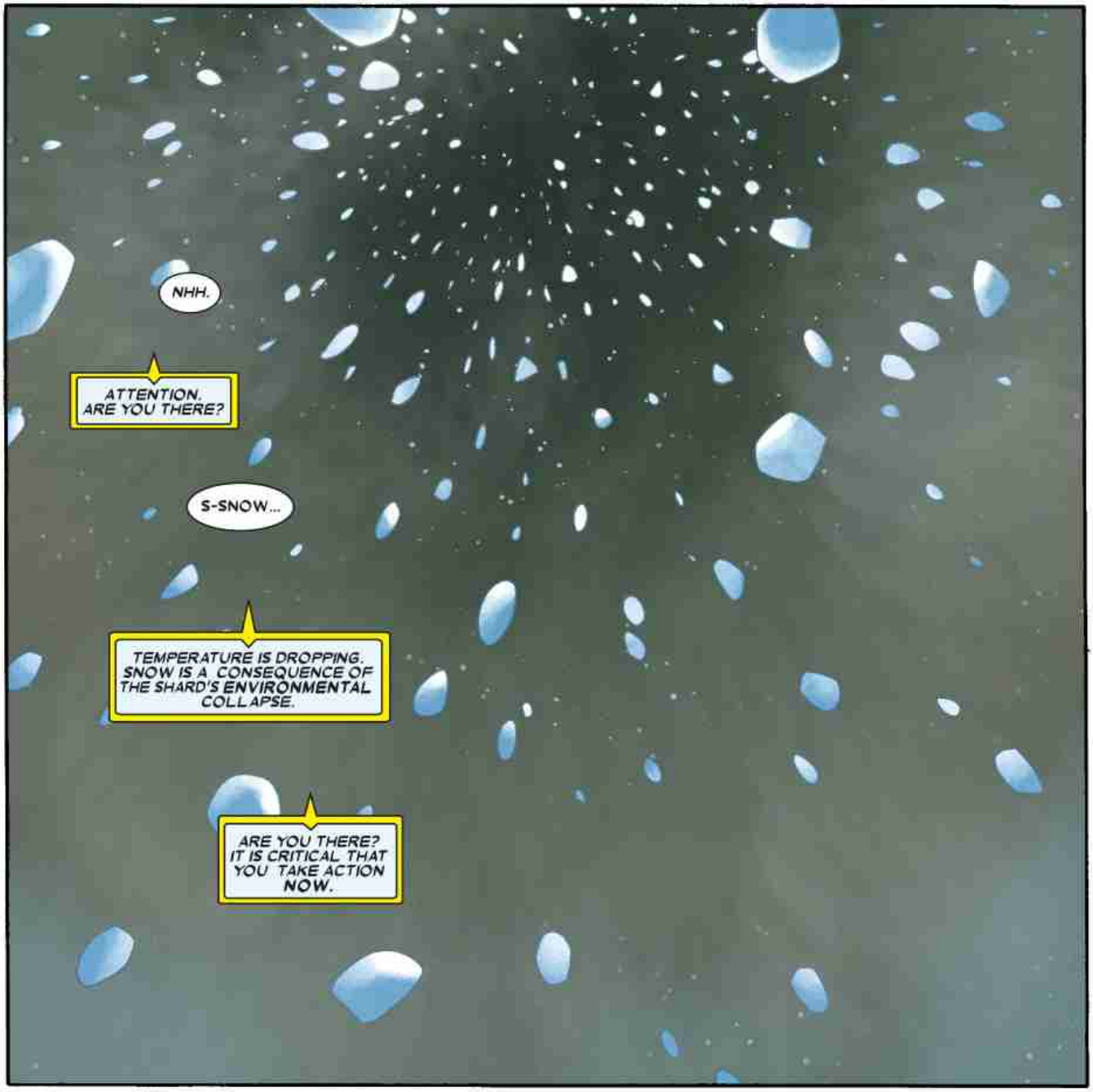
NHH.
ATTENTION. ARE YOU THERE?
S-SNOW...
TEMPERATURE IS DROPPING. SNOW IS A CONSEQUENCE OF THE SHARD'S ENVIRONMENTAL COLLAPSE.
ARE YOU THERE? IT IS CRITICAL THAT YOU TAKE ACTION NOW.

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ANNIHILATION

A DESTRUCTIVE FORCE PUNCTURES THROUGH THE EDGE OF OUR UNIVERSE, BARRELING INTO THE MOON-SIZED KYLN PRISONS THERE. THE MOMENT THIS ANNIHILATION WAVE TORE INTO OUR UNIVERSE IS UNIVERSALLY MARKED AS ANNIHILATION DAY.

AFTER RIPPING THROUGH THE ANCIENT GULAGS, ANNIHILUS, THE ARMADA'S UNDISPUTED RULER, SETS HIS SIGHTS ON XANDAR, THE HOME WORLD OF THE INTERGALACTIC PEACEKEEPING FORCE KNOWN AS THE NOVA CORPS.

SEVEN DAYS LATER, ON XANDAR, THE ENTIRE CORPS ASSEMBLES FOR A DEBRIEFING ON THE KYLN DESTRUCTION AND GET THEIR MARCHING ORDERS. DURING THE BRIEFING, THE FORCES CALLED THE ANNIHILATION WAVE STRUCK XANDAR. THE ENSUING BATTLE WAS MONUMENTAL, DISASTROUS, VICIOUS, AND TOTALLY CONSUMING. THE NOVA CORPS FELL ALL TOO QUICKLY. THE QUESTION NOW IS, WITH THE NOVA CORPS GONE, WHO CAN POSSIBLY HOLD OFF THE ANNIHILATION WAVE?

AMIDST THE CHAOS, AN ALIEN POWERHOUSE NAMED DRAX THE DESTROYER, A PRISONER OF THE NOVA CORPS, ESCAPES DURING THE BATTLE WITH A YOUNG HUMAN GIRL NAMED CAMMI.

THE ANNIHILATION WAVE RESTS IN ORBIT AROUND XANDAR'S BROKEN REMAINS. INSIDE THE FLAGSHIP SITS ANNIHILUS. THERE IS NO BARGAINING WITH ANNIHILUS. THERE IS NO REASONING WITH HIM. AND VERY POSSIBLY, THERE IS NO STOPPING HIM.

THAT WAS FOUR DAYS AGO...

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UNGH. MUST'VE BLACKED OUT AGAIN...
YOU ARE HEARING THE CONSENSUS VOICE OF THE XANDARIAN WORLDMIND.
OKAY. THAT'S LIKE A SUPER-COMPUTER, RIGHT?
IF A SUPER-COMPUTER IS LIKE A CLASS G COLLECTIVE ARTIFICIAL SENTIENCE CREATED TO GOVERN AND MAINTAIN ALL OF XANDARIAN CULTURE.
SO, SIMILAR, THEN. WHERE ARE YOU?
IN THE HUB.
I CAN'T SEE YOU.
AT THIS TIME, THERE IS TOO MUCH DAMAGE FOR VISUAL INTERFACE VIA YOUR VISOR ARRAY. THIS WILL BE CORRECTED LATER.
THERE'S GONNA BE A LATER? NNH, I HURT.
YOU HAVE SUSTAINED PHYSICAL INJURY. AND YES, THERE WILL BE A LATER, PROVIDED YOU UNDERSTAND IT IS CRITICAL THAT YOU--
GIVE IT A REST. I NEED A SECOND HERE. I CAN BARELY REMEMBER MY OWN NAME.
YOU ARE RICHARD RIDER, NATIVE OF THE PLANET EARTH, NOW NOVA CORPS OPERATIVE 11249-44396. YOU ARE THE LAST FUNCTIONAL NOVA CORPS OP--
ENOUGH, PLEASE! STOP IT WITH THE TALKING IN THE HEAD! CAN'T YOU SEE WHAT'S HAPPENED HERE?
EVERYTHING'S GONE! EVERYTHING'S JUST GONE! AND I'M FINDING IT A LITTLE, YOU KNOW...
IT IS LIKELY THAT YOU ARE PSYCHOLOGICALLY DISORIENTED BY SHOCK.
NO, YOU THINK?
YOU SEEM FLIPPANT, UNCARING. THIS APPEARS TO BE SELF-PROTECTIVE BEHAVIOR. THE FULL IMPACT OF THE TRAUMA MAY AFFECT YOU LATER.

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REALLY, I JUST NEED A MOMENT TO PULL MYSELF TOGETHER.
YOU NEED TO FOCUS, RICHARD.
IS WHAT I'M SAYING, PULL MYSELF TOGETH--
FOCUS AND DO WHAT?
IT IS CRITICAL THAT YOU TAKE ACTION NOW.
RIGHT. RIGHT. XANDAR IS TOAST. WE JUST GOT OUR BUTTS HANDED TO US.
TELL ME, WHAT ACTION CAN I TAKE THAT WILL DO ANYTHING ABOUT THAT, HUH?
YOU CAN HELP ME, RICHARD.
YOU? HOW?
AT THE PRESENT RATE OF DECAY, I WILL SUFFER SYSTEM-DEATH IN LESS THAN TWO HOURS. AT THAT TIME, THE ENTIRE COLLECTIVE DATABASE OF THE XANDARIAN CULTURE WILL BE LOST.
EVERYONE'S DEAD, BUT I CAN STILL SAVE THE SUPER-COMPUTER? IS THAT WHAT YOU'RE TELLING ME?
YES.
UNBELIEVABLE. YOUR PRIORITIES ARE SO--
NOVA CORPS PRIORITY ONE: DEFEND THE XANDARIAN CIVILIZATION. NOVA CORPS PRIORITY TWO: PROTECT AND SAFEGUARD THE XANDARIAN WORLDMIND.
PRIORITY ONE IS NO LONGER VIABLE. PRIORITY TWO NOW BECOMES PRIMARY. IT IS A MATTER OF LOGIC.
YEAH? WELL, ACTUALLY, SHOVE IT.
RICHARD, IT IS CRITICAL THAT YOU--

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SHUT UP.
IT IS CRITICAL THAT YOU--
IT IS CRITICAL THAT YOU SHUT UP! NOW! CAN'T YOU HEAR THAT?
KK-KKT
KKK-TK-TK
ADJUSTING ACOUSTICS.
KT-KKT
SOME OF THE FREAKS WHO DID THIS. PICKING OVER THE RUINS. OH GOD, THEY'RE--
INVASIVE FORMS APPEAR TO BE SCAVENGING FOR ORGANIC RAW MATERIAL TO RECYCLE.
THEY'RE EATING THE DEAD.
SHKK-CHKK-NCHH
AS IF THINGS WEREN'T BAD ENOUGH.
RICHARD, I SENSE AN ADRENAL SURGE IN YOUR BIO-PATTERN.
YOU WANTED ME TO TAKE ACTION. I'VE THOUGHT OF SOME TO TAKE.
RICHARD--
THEY WON'T GET AWAY WITH THIS. WITH WHAT THEY'VE DONE, NOT WHILE THERE'S STILL ONE OF US LEFT.
RICHARD, WHAT ARE YOU PROPOSING?

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A LITTLE EMOTION-BASED TERRAN THING.
IT'S CALLED PAYBACK.
RICHARD, STOP.
YOU SUNOVA--!
RICHARD, DESIST. DESIST NOW.
GAH! THINK YOU CAN JUST--
NOVA 11249-44396, IT IS CRITICAL THAT YOU DESIST AT THIS TIME.
WHAM
UGHHNN!
11249-44396, YOU HAVE SUSTAINED PHYSICAL INJURY. YOUR COMBAT EFFICIENCY RATE IS 12%. YOU ARE IN NO STATE TO ENGAGE THE ENEMY.
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GAHHH! MURDERING BASTA--
UHHKK!
NOVA! I CANNOT ALLOW YOU TO PERISH IN THIS FUTILE FASHION.
AGHH!
ROUTING RESERVE NOVA FORCE TO YOUR BIO-PATTERN. ENGAGE YOUR FLIGHT FUNCTION.
YAAHH!
ENGAGE YOUR FLIGHT FUNCTION AND WITHDRAW NOW!
TZZIP

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OKAY.
THAT WAS PROBABLY DUMB.
UNQUESTIONABLY.
IT FELT RIGHT, THOUGH. I FEEL BETTER FOR IT.
YOU FEEL BETTER BECAUSE I AM BOOSTING YOUR ENDORPHINS AND RUNNING YOUR SUIT'S HEAL AND REPAIR SUBSYSTEMS.
I FEEL BETTER BECAUSE I GOT TO PLANT ONE ON THEM.
YOU RISKED EVERYTHING.
I RISKED NOTHING. THERE'S NOTHING LEFT TO RISK.
I AM LEFT TO RISK.
YOU'VE GOT AN AWFUL HIGH OPINION OF YOURSELF.
GIVE ME A LOCATION FIX.
COURSE ALREADY LOADED TO YOUR VISOR.
WHERE ARE YOU LEADING ME?

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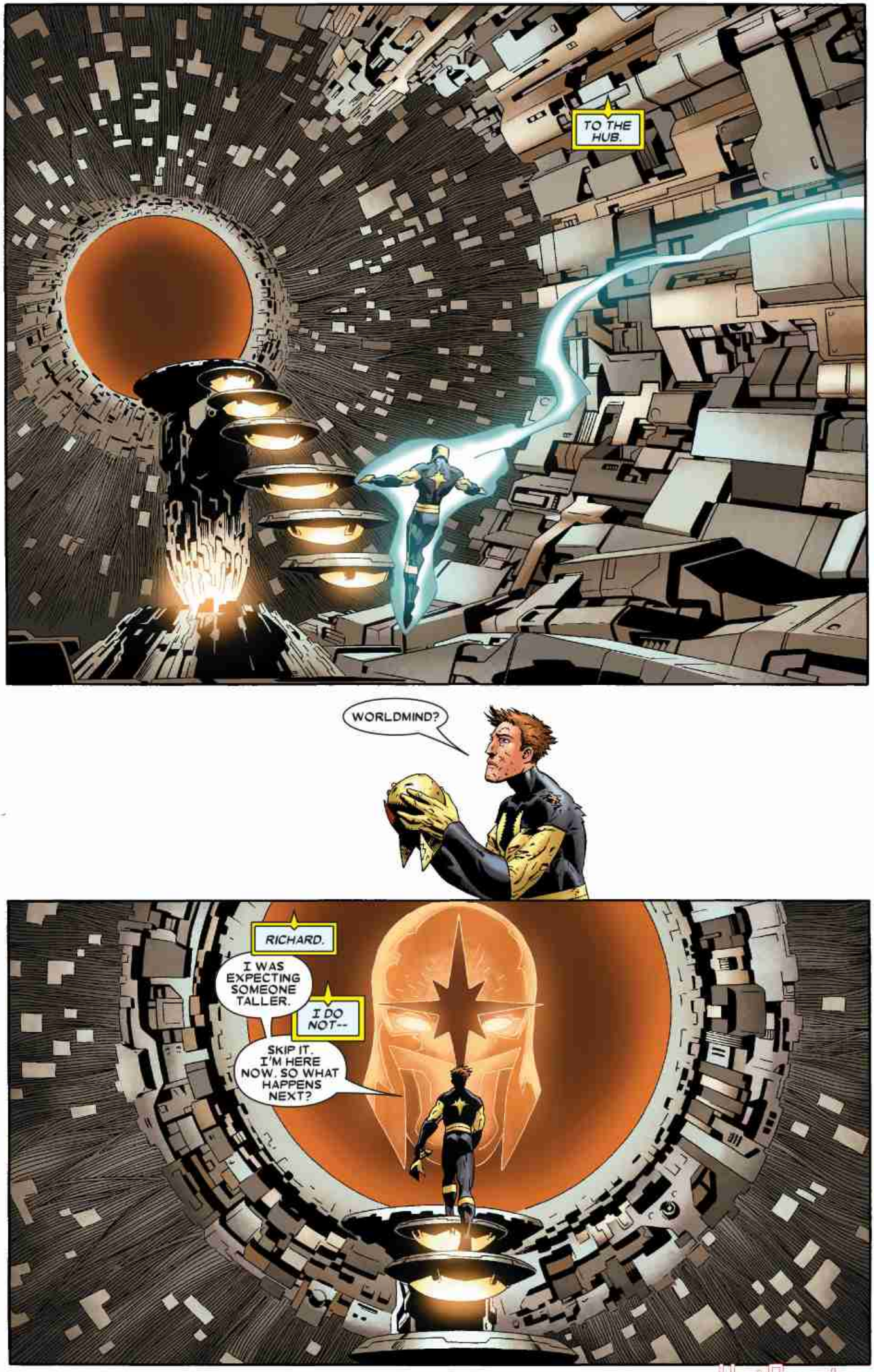

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XANDAR IS DEAD, BUT WH-
I GOT IT ALREADY. YOU'RE ALIVE. A VALUABLE DATA RESOURCE. WE SAVE WHAT LITTLE WE CAN.
LITTLE? OH, RICHARD...
I AM EVERYTHING THE XANDARIAN CULTURE HAS EVER BEEN. ALL ITS ARTS, SCIENCES, HISTORY, TECHNOLOGY, PHILOSOPHY.
I CONTAIN A BIO-TEMPLATE OF THE ENTIRE RACE.
ORGANIC XANDARIAN LIFE IS EXTINCT. THIS TRAGEDY WILL BE MOURNED IN TIME.
BUT SO LONG AS I SURVIVE, XANDAR'S LEGACY WILL ENDURE. YOU MUST TAKE ME TO A PLACE WHERE I CAN HIDE AND RECONSTITUTE MY FUNCTIONS.
WHERE I CAN ASCERTAIN HOW I MAY BEST ASSIST THE GALAXY IN THE FIGHT AGAINST THIS THREAT.
AND HOW I CAN BEST DEPLOY XANDAR'S ONE GREAT WEAPON.
WEAPON? YOU MEAN THE NOVA FORCE?
CORRECT, RICHARD. I CONTAIN AND CONTROL THE NOVA FORCE. SUCH A POWER MUST NOT BE LOST FROM THE GALAXY.
OR FALL INTO THE HANDS OF THE ENEMY.
ALL RIGHT, ALL RIGHT. SOLD.
IS THERE SOME KIND OF DISK I'M MEANT TO COLLECT?
DISK?
CHIP. DATABLOCK. I DON'T KNOW.
ONLY A NOVA CAN CARRY THE NOVA FORCE, RICHARD. YOU ARE THE LAST NOVA.
YEAH, B--
WHOOOOA. YOU'RE GOING TO DOWNLOAD YOURSELF INTO ME?
BUSY DAY ALREADY. I'M GOING TO SAY NO.
YOU CAN'T SAY NO.
AND YET I'M SAYING IT.
RICHARD--
STOP IT. YOU SOUND LIKE MY DAD.

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I'VE HAD A LITTLE PIECE OF NOVA FORCE INSIDE ME FIVE YEARS THIS FALL.
A LITTLE PIECE, JUST LIKE ALL THE OTHER GAZILLION NOVAS, GOD REST THEIR SOULS. THAT'S ALL ANYONE CAN HANDLE.
JUST A LITTLE PIECE TURNED ME INTO A...HUMAN ROCKET.
NO ONE CAN HANDLE THE WHOLE LOAD.
YOU MUST--
I THOUGHT YOU WERE SMART! YOU KNOW THIS! I KNOW THIS!
I'VE SEEN IT!
GARTHAN SAAL, DAD! SUPER NOVA, DAMN IT! HE TOOK THE WHOLE THING, AND IT DROVE HIM INSANE!
YOU CALLED ME "DAD." WHY?
SLIP OF THE TONGUE. YOU'RE ALMOST AS STUBBORN AS MY FATHER.
STOP CHANGING THE SUBJECT. GARTHAN SAAL. AM I RIGHT OR AM I RIGHT?
YEAH, THAT'S HIM.
YOU ARE RIGHT. WHEN SAAL TOOK ON THE FULL FORCE, IT DROVE HIM INSANE.
BUT THERE ARE THREE MITIGATING CIRCUMSTANCES HERE, RICHARD.
ONE, YOU WILL BE CARRYING THE FULL COGNITIVE RESOURCES OF THE WORLDMIND. I WILL SUPPORT YOU IN RETAINING CONTROL AND MODULATION OF THE NOVA FORCE.
I WILL REINFORCE YOUR SUIT SYSTEMS TO ASSIST IN THIS.

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TWO, YOU WILL ONLY HAVE TO CARRY THE FORCE FOR A LIMITED TIME. PSYCHOLOGICAL DAMAGE WILL BE MINIMIZED.
MINIMIZED. WELL, THAT IS HOW I LIKE MY PSYCHOLOGICAL DAMAGE.
WHAT'S THE THIRD THING?
WE DON'T HAVE ANY CHOICE.
THE ENEMY IS AT THE GATE. THEIR INVASIVE FORMS ARE CHEWING THROUGH THE OUTER BULKHEADS.
OKAY. DO IT.
DO IT NOW BEFORE I CHANGE MY MIND.
COMMENCING UPLOAD.
OWW! UHHN...OH, THAT'S NASTY!
NNNGGH!
THE POWER--! TOO MUCH!
RECOMPOSING SUIT STRUCTURE.
AHH! AHHHH!
AAKKKH!
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OH... OH MAN...
WORLDMIND? YOU'VE GONE.
YOU... IN HERE WITH ME?
YOU HAVE NO NEED TO VERBALIZE.
HUH? OH. THAT'S GONNA TAKE SOME GETTING USED TO.
OKAY. GET YOUR COAT. WE'RE LEAVING.

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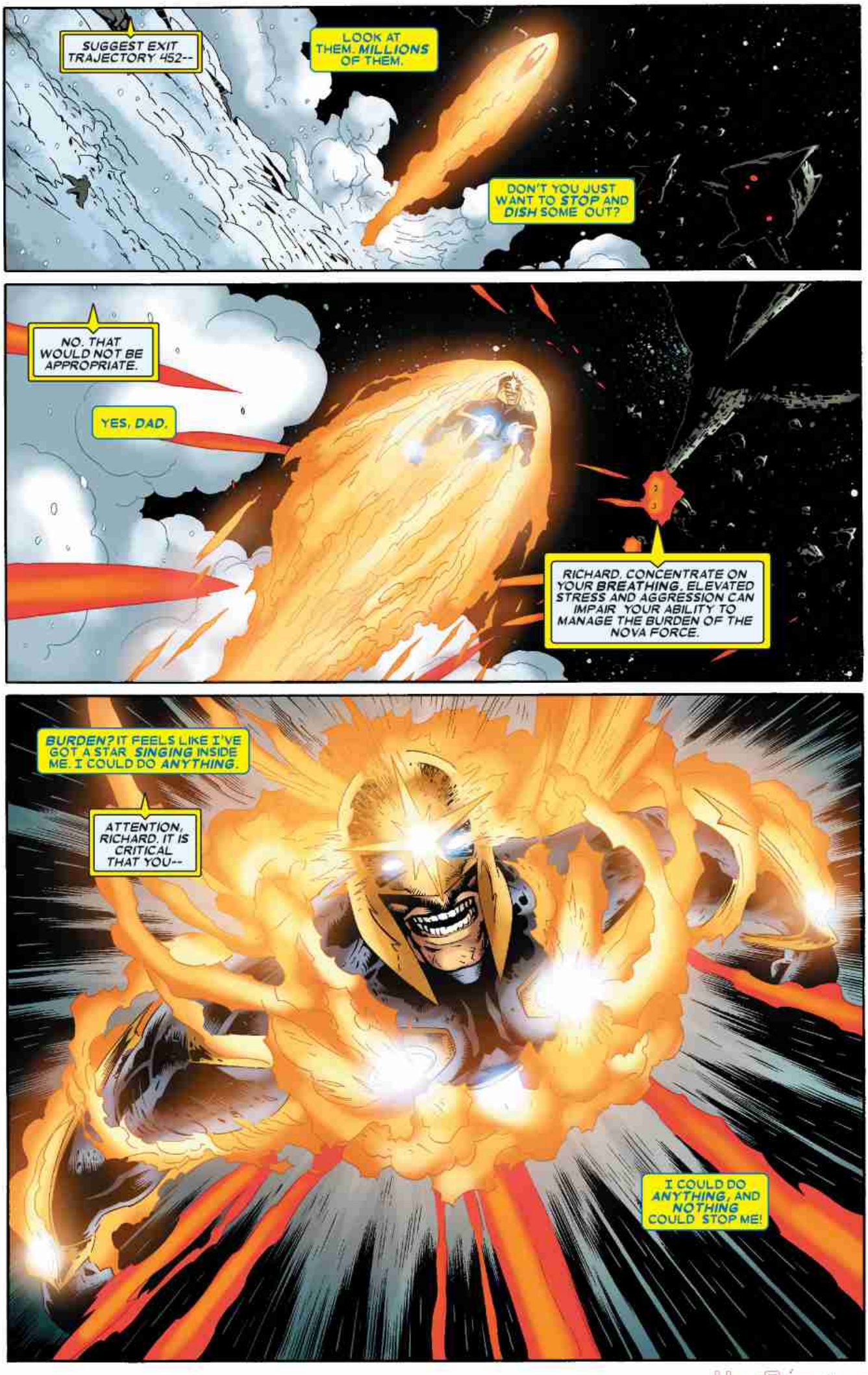
SUGGEST EXIT TRAJECTORY 452--
LOOK AT THEM. MILLIONS OF THEM.
DON'T YOU JUST WANT TO STOP AND DISH SOME OUT?
NO. THAT WOULD NOT BE APPROPRIATE.
YES, DAD.
RICHARD, CONCENTRATE ON YOUR BREATHING. ELEVATED STRESS AND AGGRESSION CAN IMPAIR YOUR ABILITY TO MANAGE THE BURDEN OF THE NOVA FORCE.
BURDEN? IT FEELS LIKE I'VE GOT A STAR SINGING INSIDE ME. I COULD DO ANYTHING.
ATTENTION, RICHARD. IT IS CRITICAL THAT YOU--
I COULD DO ANYTHING, AND NOTHING COULD STOP ME!

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COULD YOU, YOU BUGS? COULD YOU?
NOT LIKE LAST TIME! NOT LIKE WHEN YOU TOOK US APART!
HOW DOES IT FEEL NOW, YOU $%@#&%? HOW DOES IT FEEL?
INITIATING ADRENAL INHIBITORS. INITIATING NEURAL PACIFIERS.

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ATTENTION, NOVA, LISTEN TO ME. LISTEN! BREAK OFF! BREAK OFF!
SHUT. UP.
RICHARD...
YOU MUST CALM DOWN. YOU'RE LOSING CONTROL OF THE NOVA FORCE.
I CAN'T HELP YOU CONTAIN IT IF YOU DON'T CALM DOWN. ATTENTION. ATT--
SHUT UP! SHUT UP! THEY'VE GOT TO PAY!

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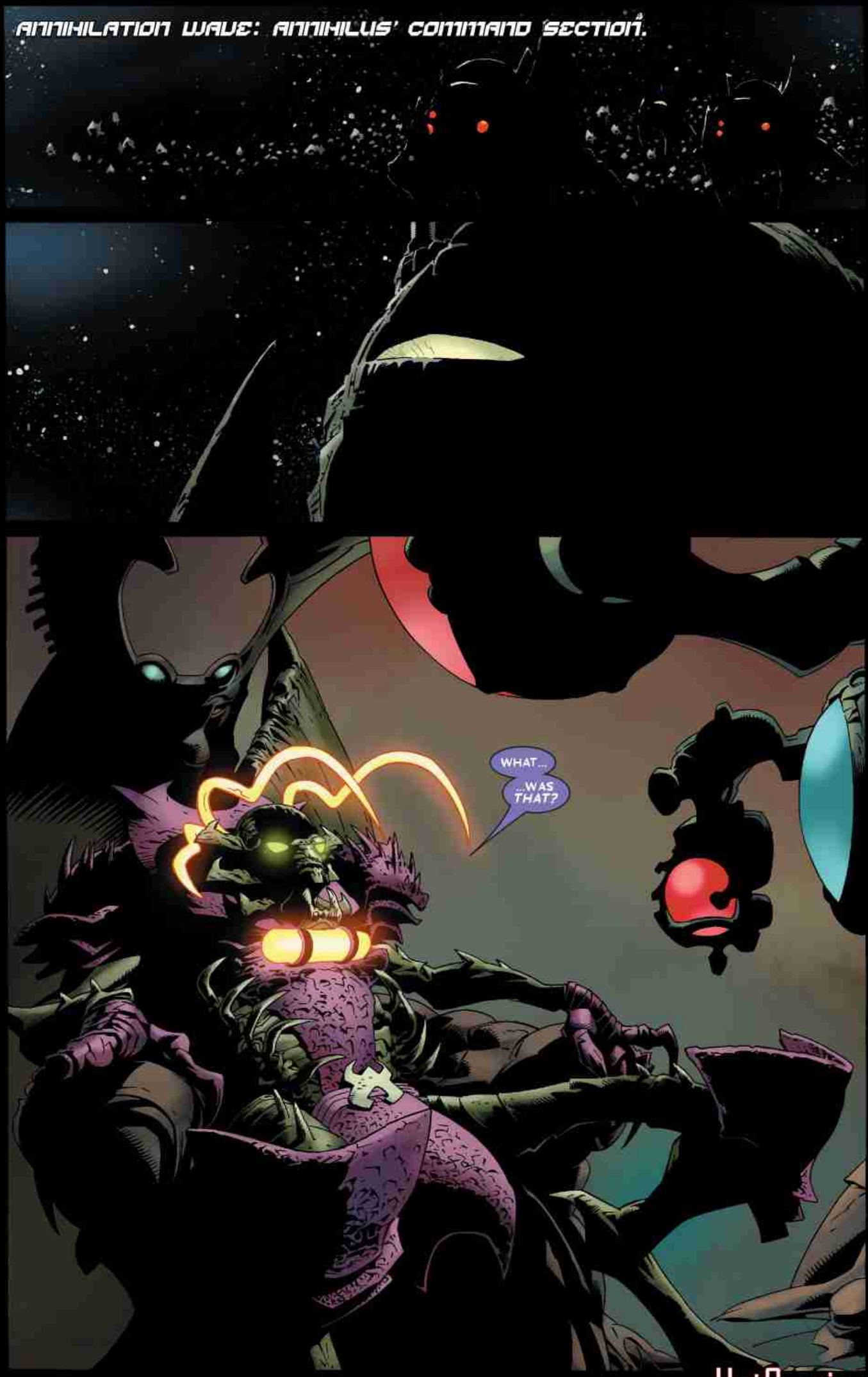

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ORIENTA SHARD RUIN, EXITING XANDARIAN SYSTEM LIMITS...
NHHH...
...OH, THAT WAS BAD. EVEN BY MY STANDARDS.
WORLDMIND?
HNH. NOT TALKING TO ME. DON'T BLAME YOU.
I JUST...I MEAN...
...THERE'S NO EXCUSE, BUT...
IT JUST STARTED TO SINK IN. WHAT THEY DID. WHAT THEY DID TO EVERY-BODY.
I SAW PEOPLE BURN ALIVE AND I COULDN'T...
I...
WHY AM I ALIVE?
WHY DIDN'T I DIE TOO?

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SEE? I TOLD YOU SOMEONE ELSE HAD MADE IT.
W-WHO..?
YOU A NOVA, BOY? SURE YOU ARE. LISTEN TO ME.
I'M YOUR BEST SHOT AT GETTING OUT OF HERE INTACT.
AND CONSIDERING DRAX CAN'T FLY, THAT DOESN'T SAY A LOT FOR YOUR CHANCES.
NEXT: DRAX.

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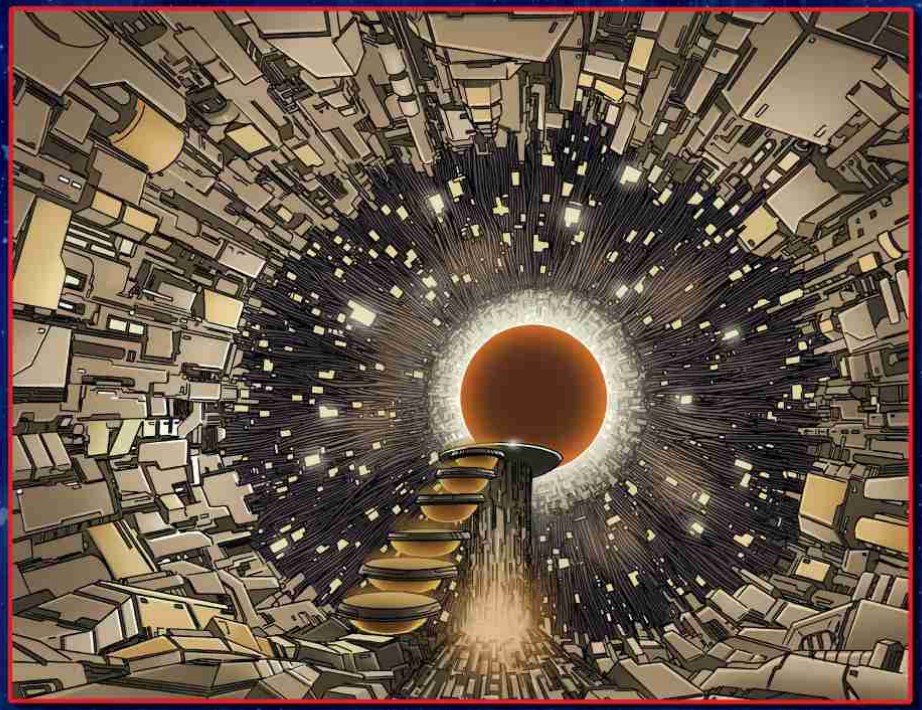
XANDAR WORLDMIND NOVA CORPS DATABASE

WORLDMIND DATA ENTRY AND DESIGN BY MIKE RAICHT & PATRICK McGRATH

XANDARIAN WORLDMIND



SUBJECT: WOLRDMIND. Also recognized as The Living Computers of Xandar.

ROLE OF THE WORLDMIND/XANDAR and the NOVA CORPS: The Worldmind is the political and spiritual leader of the Xandarians and the Nova Corps. It is a collective artificial sentience that serves to govern and maintain all Xandarian culture. It also is the possessor and distributor of the Nova Force.

STATUS: Formerly located on the Xandarian Cluster in the Tranta System of the Andromeda Galaxy.

CURRENTLY: The Xandarian Cluster and the Nova Corps have been destroyed. The Worldmind and the Nova Force have been uploaded into the last remaining active Nova Corps member, operative 11249-44396, and native of planet Earth, Richard Rider. This situation must be resolved as soon as possible due to the unstable nature of the full Nova Force and its effects on an organic mind. (See file: Garthan Saal, Super Nova).

NOVA CORPS (WORLDMIND) MANDATES:

Nova Corps Priority One: Defend the Xandarian civilization. Addendum: Xandar has undergone a massive population cataclysm; exact number of survivors unknown.

Nova Corps Priority Two: Protect and safeguard the Xandarian Worldmind. Currently enacting protocol for priority two. Fleeing Xandarian Cluster and searching for place to recalibrate and reconstitute functions.

XANDAR LEADER/POLITICAL STRUCTURE:

The Worldmind served as a Multiple Mind Democracy using the knowledge of its deceased citizens to make decisions for Xandar and use of the Nova Corps. Survival of the Worldmind is crucial to all Nova Corps and Xandarian operations, as it is the primary source of knowledge, energy, and power on Xandar.

NATURAL ABILITIES:

Nova Force: Contains and controls the Nova Force, the cosmic energy that provides the Nova Corps and its members with extraordinary abilities.

Designation of Nova Corps members with Nova Force:
The Worldmind is instrumental in imbuing those members of the Nova Corps it deems worthy with the Nova Force. The force provides Corps members with abilities necessary to patrol as Universal protectors.

Bio-Template of the Xandarian Culture:
The Worldmind possesses the entire culture (arts, sciences, history, technology and philosophy) of Xandar within its memory banks.

HISTORY:

The Worldmind is the primary source of knowledge, energy, and power for the planet of Xandar and the Nova Corps. The Xandarians have preserved the minds of their deceased brothers and sisters, linking them together in the Worldmind, creating a governing system unlike any across the Universe.

The Worldmind has recovered from great trauma in the past, but it is currently engaged in its greatest challenge to date. The Annihilation Wave destroyed most of Xandar and its Nova Corps. In order to preserve itself, the Worldmind has downloaded into the mind of Richard Rider. The effect of carrying the Worldmind on Rider is unknown.

The Worldmind is desperate to calculate a way to use the Nova Force in order to stop the Annihilation Wave before it can do any more harm. It is possible that the Nova Force, regardless of how much time the Worldmind is given to calculate a strategy, may not be enough to stop this threat from consuming the entire Universe.

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XANDAR WORLDMIND NOVA CORPS DATABASE

NOVA

SUBJECT: NOVA (Richard Rider of Earth)
NOVA CORPS LEVEL: Nova Centurion
LOCATION AND STATUS: Sol System of the Milky Way Galaxy
RECRUITER: Rhomann Dey (deceased)

ACTIONS OF NOTE: Destruction of Zorr, valor during the Skrull War, served briefly as Nova Prime, saved Earth from the Deathstorm.

PERSONALITY TRAITS: Richard Rider is one of the youngest and most heroic members of the Nova Corps. While most members would describe him as brash and, at times, reckless, he has demonstrated profound skill and determination.

WORLDMIND ASSESSMENT:

- His love for Earth is the origin of his failings as a Nova Corps member
- *Addendum:* Rider is currently the lone remaining Nova Corps member following the Annihilation Wave attack on Xandar. He is currently protector of the Worldmind, the Nova Force itself, and the legacy of the Nova Corps.

ABILITIES:

NOVA FORCE: Imbued with the Nova Force, Rider can fly, is super-strong, and is connected to the Worldmind itself. He can tap into the Nova Force directly, allowing him to open Star Gates, project energy blasts, and release Gravimetric pulses.

Addendum: Rider is currently the protector of the Worldmind; the Nova Force is housed within his body. This increases his abilities to supreme levels.

Warning: The full energies of the Nova Force cannot be contained in a humanoid vessel for long periods of time without driving the possessor mad (see Super Nova, Garthan Saal). A new vessel for the Worldmind and the Nova Force must be found immediately before Rider's mental capabilities are severely damaged.

NOVA CORPS UNIFORM: The uniform protects Rider from the vacuum of space and intense heat, and provides him with up to six hours of breathable air. *Addendum:* Rider's uniform has been upgraded by the Worldmind to absorb some of the Nova Force energy in an effort to keep him mentally stable.

BACKGROUND: Richard Rider, a young Earthling, was chosen at random by Rhomann Dey, the last surviving Nova Corps member, to receive his Nova Force. Dey was killed in battle with the intergalactic pirate Zorr whom Rider and Dey defeated.

Rider was called into space and back to Xandar—home of the defunct Nova Corps. Rider was instrumental in deflecting an alien attack on Xandar and reestablishing the Nova Corps. Rider served the Corps well until his leave of absence at which time he joined the New Warriors of Earth. The Worldmind deems many of Rider's activities to be childish in nature.

All Nova Corpsmen were called to Xandar after the mysterious destruction of the Kyln at the Crunch. It appears he was the only survivor of the Annihilation Wave surprise attack. Rider is the protector of the Nova Corps legacy and the Worldmind itself.

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